

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-90273 (MI)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket Nos. 91, 256, & 332

**NOTICE OF REVISED PROPOSED ORDER (I) APPROVING THE SALE OF DEBTOR
CN PLEDGOR LLC'S EQUITY INTERESTS IN CN BORROWER LLC FREE AND
CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES, (II) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS IN
CONNECTION THEREWITH, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT:

1. On September 26, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion [Docket No. 91] (the “Sale Motion”)² seeking, among other things, approval of the sale of all or substantially all or any subset of the Debtors’ assets.

2. On October 24, 2022, the Court entered an order [Docket No. 256] (the “Bidding Procedures Order”) approving certain bidding procedures in connection with the proposed sale of the Debtors’ assets pursuant to the Sale Motion.

3. On October 28, 2022, the Debtors filed the *Notice of Successful Bidder for CN Pledgor Assets* [Docket No. 331] (the “Successful Bidder Notice”), notifying parties in interest

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

that, pursuant to the Bidding Procedures Order, the Debtors have designated Generate Lending, LLC or its designee, including an affiliate formed for purposes of taking title to the CN Pledgor Assets, (the “Purchaser”) as the Successful Bidder for the 100 percent equity interests owned by Debtor CN Pledgor LLC (“CN Pledgor”) in non-Debtor CN Borrower LLC (together with any related executory contracts or unexpired leases to be designated by the Purchaser, if any, the “CN Pledgor Assets”).

4. On October 28, 2022, the Debtors filed the *Notice of Proposed Order (I) Approving the Sale of Debtor CN Pledgor LLC’s Equity Interests in CN Borrower LLC Free and Clear of All Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief* [Docket No. 332] (the “Sale Order Notice”).

5. A proposed form of order approving the sale of the CN Pledgor Assets to the Purchaser was attached to the Sale Order Notice as Exhibit A (the “Initial Proposed Order”).

6. The Debtors hereby file a revised proposed form of order, attached hereto as Exhibit A (the “Revised Proposed Order”) approving the sale of the CN Pledgor Assets to the Purchaser, which incorporates certain changes agreed upon by the parties. For the convenience of the Court and parties in interest, a redline of the Revised Proposed Order marked against the Initial Proposed Order is attached hereto as Exhibit B.

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Dated: October 31, 2022
Houston, Texas

/s/ James T. Grogan III

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